

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
VANGUARD NATURAL RESOURCES, LLC, et al., ¹	§	Case No. 17-30560
Debtors.	§	(Jointly Administered)

**AMENDED NOTICE OF AGENDA FOR HEARING ON MOTIONS SCHEDULED FOR
MARCH 1, 2017, AT 1:30 P.M. (CT), BEFORE THE HONORABLE MARVIN ISGUR AT
THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF
TEXAS, AT COURTROOM 404, 515 RUSK STREET, HOUSTON, TEXAS 77002**

I. First Day Matters Going Forward

1. ***Oil and Gas Obligations Motion:*** Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Payment of (A) Certain Oil and Gas Obligations, (B) Warehousing Claims, and (C) 503(b)(9) Claims, and (II) Confirming Administrative Expense Priority of Outstanding Orders [Docket No. 7, filed 2/2/17].

Objection Deadline: February 24, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. England Resources Group's Limited Objection to Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Payment of (A) Certain Oil and Gas Obligations, (B) Warehousing Claims, and (C) 503(B)(9) Claims and (II) Confirming Administrative Expense Priority of Outstanding Orders [Docket No. 200, filed 2/22/17]
- B. England Resources Group's Amended Limited Objection to Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Payment of (A) Certain Oil and Gas Obligations, (B) Warehousing Claims, and (C) 503(B)(9) Claims and (II) Confirming Administrative Expense Priority of Outstanding Orders [Docket No. 210, filed 2/23/17]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Vanguard Natural Resources, LLC (1161); Eagle Rock Acquisition Partnership, L.P. (6706); Eagle Rock Acquisition Partnership II, L.P. (0903); Eagle Rock Energy Acquisition Co., Inc. (4564); Eagle Rock Energy Acquisition Co. II, Inc. (3364); Eagle Rock Upstream Development Company, Inc. (0113); Eagle Rock Upstream Development Company II, Inc. (7453); Encore Clear Fork Pipeline LLC (2032); Escambia Asset Co. LLC (3869); Escambia Operating Co. LLC (2000); Vanguard Natural Gas, LLC (1004); Vanguard Operating, LLC (9331); VNR Finance Corp. (1494); and VNR Holdings, LLC (6371). The location of the Debtors' service address is: 5847 San Felipe, Suite 3000, Houston, Texas 77057.

C. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Interim Order (I) Authorizing Payment of (A) Certain Oil and Gas Obligations, (B) Warehousing Claims, and (C) 503(b)(9) Claims, and (II) Confirming Administrative Expense Priority of Outstanding Orders [Docket No. 58, filed 2/3/17]
- B. Debtors' Response to England Resources Group's Limited Objection to Debtors' Oil and Gas Obligations Motion [Docket No. 213, filed 2/24/17]
- C. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]
- D. Third Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 254, Ex. A-1 and A-2, filed 2/28/17]**

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all objections and informal comments.

- 2. ***Utilities Motion:*** Debtors' Emergency Motion for Entry of Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures for Resolving Additional Assurance Requests [Docket No. 9, filed 2/2/17].

Objection Deadline: February 24, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. Pacificorp's Additional Assurance Request or, in the Alternative, Motion Seeking Relief from Interim Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures for Resolving Additional Assurance Requests [Docket No. 185, filed 2/17/17]
- B. Southern Pine Electric Cooperative Inc.'s (I) Additional Assurance Request; and (II) Objection to Debtors' Emergency Motion for Entry of Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures for Resolving Additional Assurance Requests [Docket No. 187, filed 2/17/17]
- C. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Interim Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures for Resolving Additional Assurance Requests [Docket No. 60, filed 2/3/17]
- B. Second Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 245, Ex. A-1 and A-2, filed 2/28/17]
- C. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all objections and informal comments.

- 3. ***Insurance Motion:*** Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Continue Insurance Policies and Surety Bond Program and Pay All Related Obligations, and (II) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 11, filed 2/2/17].

Objection Deadline: February 24, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 62, filed 2/3/17]
- B. Second Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 109, filed 2/7/17]
- C. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. A-1 and A-2, filed 2/27/17]

- D. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

4. ***Wages Motion:*** Debtors' Emergency Motion for Entry of Interim and Final Orders: (I) Authorizing Debtors to Pay Certain Workforce Obligations, including Wages and Benefits, and (II) Authorizing and Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 13, filed 2/2/17].

Objection Deadline: February 24, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Interim Order (I) Authorizing Debtors to Pay Certain Workforce Obligations, including Wages and Benefits, and (II) Authorizing and Directing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 65, filed 2/3/17]

- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

- C. **Third Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 254, Ex. B-1 and B-2, filed 2/28/17]**

- D. **Fourth Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 255, Ex. A-1, A-2, and A-3, filed 2/28/17]**

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

III. Other Matters Going Forward

5. ***Contract Rejection Motion:*** Debtors' First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Executory Contracts and Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 16, filed 2/2/17]

Objection Deadline: February 23, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. Objection of Encana Oil & Gas (USA) Inc. to Debtors' First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Executory Contracts and Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 209, filed 2/23/17]
- B. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Debtors' Emergency Motion to Continue the March 1, 2017 Hearing on Debtors' Contract Rejection Motion [Docket No. 16], Solely as It Relates to Encana Agreement [Docket No. 227, filed 2/27/17]
- B. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. B-1 and B-2, filed 2/27/17]
- C. Encana Oil & Gas (USA) Inc.'s Witness and Exhibit List [Docket No. 223, filed 2/27/17]
- D. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]
- E. **Order Continuing Hearing on Debtors' Contract Rejection Motion [Docket No. 16], Solely as It Relates to Encana Agreement [Docket No. 248, filed 2/28/17]**

Status: This matter is going forward on an uncontested basis as to all executory contracts and unexpired leases to be rejected by this motion, other than the agreement with Encana Oil & Gas (USA) Inc. (the "Encana Agreement"). The revised proposed order resolves all informal comments. **This matter, solely as it relates to the Encana Agreement, has been continued to a hearing date to be determined. See Docket No. 248.**

- 6. ***Ordinary Course Professionals Motion:*** Debtors' Motion for Entry of an Order Authorizing Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 105, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. G-1 and G-2, filed 2/27/17]
- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

- 7. ***Excess Asset Sales Procedures Motion:*** Debtors' Motion, Pursuant to Bankruptcy Code Sections 105(a), 327(a), 328(a), 330, 363, and 544(a) and Bankruptcy Rules 2002, 2014, 2016, 6004(h), 6007, and 9006, for Entry of Order Approving Procedures to Sell Excess Assets [Docket No. 106, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. C-1 and C-2, filed 2/27/17]
- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]
- C. Second Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 245, Ex. B-1, B-2, and B-3, filed 2/28/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

- 8. ***Interim Compensation Procedures Motion:*** Debtors' Motion for Entry of Order Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals [Docket No. 110, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. D-1 and D-2, filed 2/27/17]
- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

- 9. ***Paul Hastings Retention Application:*** Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Paul Hastings LLP as Counsel to the Debtors and Debtors in Possession, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 111, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. E-1 and E-2, filed 2/27/17]
- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.

- 10. ***Opportune Retention Application:*** Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Opportune LLP as Restructuring Advisor for the Debtors and Debtors in Possession, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 113, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Notice of Filing of Amended Proposed Orders for Certain of Debtors' Motions and Applications Set for Hearing on March 1, 2017 [Docket No. 237, Ex. F-1 and F-2, filed 2/27/17]
- B. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]

Status: **This matter is going forward on an uncontested basis. The revised proposed order resolves all informal comments.**

IV. Matters to Be Continued

- 11. ***Evercore Retention Application:*** Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Evercore Group L.L.C. as Investment Banker to the Debtors and Debtors in Possession, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 114, filed 2/7/17]

Objection Deadline: February 28, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Debtors' Emergency Motion to Continue the March 1, 2017 Final Hearing on Debtors' Application to Retain Evercore Group L.L.C. [Docket No. 114] [Docket No. 229, filed 2/27/17]
- B. Debtors' Amended Emergency Motion to Continue the March 1, 2017 Final Hearing on Debtors' Application to Retain Evercore Group L.L.C. [Docket No. 114] [Docket No. 230, filed 2/27/17]
- C. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]
- D. **Order Continuing the Final Hearing Regarding the Debtors' Application to Retain Evercore Group L.L.C. [Docket No. 114] [Docket No. 249, filed 2/28/17]**

Status: **This matter has been continued to the hearing scheduled for March 20, 2017. See Docket No. 249.**

- 12. ***DIP Motion:*** Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition

Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 10, filed 2/2/17].

Objection Deadline: February 24, 2017, at 4:00 p.m. (CT)

Responses Received:

- A. The Debtors received informal comments from various parties in interest.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 63, filed 2/3/17]
- B. Debtors' Emergency Motion to Continue the March 1, 2017 Final Hearing on Debtors' Debtor-In-Possession Financing Motion [Docket No. 10] [Docket No. 221, filed 2/27/17]
- C. Debtors' Witness and Exhibit List for March 1, 2017 Hearing [Docket No. 228, filed 2/27/17]\
- D. **Order Continuing the Final Hearing Regarding the Debtors' Debtor-In-Possession Motion [Docket No. 10] [Docket No. 247, filed 2/28/17]**

Status: **This matter has been continued to the hearing scheduled for March 20, 2017. See Docket No. 247.**

13. ***Contract Rejection Motion:*** Debtors' First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Executory Contracts and Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 16, filed 2/2/17]

See Item 5 above.

Related Documents:

- A. Debtors' Emergency Motion to Continue the March 1, 2017 Hearing on Debtors' Contract Rejection Motion [Docket No. 16], Solely as It Relates to Encana Agreement [Docket No. 227, filed 2/27/17]
- B. **Order Continuing Hearing on Debtors' Contract Rejection Motion [Docket No. 16], Solely as It Relates to Encana Agreement [Docket No. 248, filed 2/28/17]**

Status: **This matter, solely as it relates to the Encana Agreement, has been continued to a date to be determined. See Docket No. 248.**

Dated: March 1, 2017

Respectfully Submitted,

/s/ James T. Grogan

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Proposed Counsel to Vanguard

CERTIFICATE OF SERVICE

I certify that on March 1, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan
James T. Grogan
